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ATTORNEYS AT LAW
900 COMERICA BUILDING
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TELEPHONE (269) 381-8840
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RECEIVED

T.R.A. DOCKET ROOM

PAID T.R.A.

P.L.C. 12794

Amount **25.00**

Rcvd By **JP**

Date **10-29-03**

OR COUNSEL

THOMPSON BENNETT
JOHN T. PETERS, JR.

VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

GEORGE H. LENNON
DAVID G. CROCKER
MICHAEL D. O'CONNOR
HAROLD E. FISCHER, JR.
LAWRENCE M. BRENTON
GORDON C. MILLER
GARY P. BARTOSIEWICZ
BLAKE D. CROCKER

ROBERT M. TAYLOR
RON W. KIMBREL
PATRICK D. CROCKER
ANDREW J. VORBRICH
TYREN R. CUDNEY
STEVEN M. BROWN
KRISTEN L. GETTING

October 27, 2003

Joe Werner, Chief
Telecommunications Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

DOCKET NO.
03-00577

RE: Petition for Authority to Transfer Control or Ownership of NUI Telecom, Inc.
to Telecom Acquisition Company, LLC

Dear Mr. Werner:

Enclosed herewith for filing with the Commission, please find an original and thirteen (13) copies of the petition to transfer control or ownership of NUI Telecom, Inc. to Telecom Acquisition Company, LLC along with a check in the amount of \$25.00 to cover filing fees relating to same.

Also enclosed is an exact duplicate of this letter. Please stamp the duplicate received and return same in the postage-paid envelope attached thereto.

Should you have any questions or concerns relating to this matter, please contact the undersigned.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker

PDC/bmr

enc

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

Petition for Authority to Transfer Control or Ownership of NUI Telecom, Inc. to Telecom Acquisition Company, LLC)) Docket No.)
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To the Tennessee Regulatory Authority:

PETITION FOR AUTHORITY TO TRANSFER CONTROL

NUI Telecom, Inc. (the "Company") by its attorneys, hereby respectfully requests that the Commission approve the proposed transfer of control of the Company from its current shareholder, NUI Capital Corp. ("NUI" or "Seller"), to Telecom Acquisition Company, LLC ("TAC" or "Purchaser" and together with Seller the "Petitioners,") through the sale of the Company's stock. Petitioners do not seek to transfer the Company's operating authority in connection with this transaction. The Petitioners request expedited treatment of this petition in order to permit the consummation of the transaction without undue delay.

THE PARTIES

1. NUI is a Delaware corporation and the Company is a New Jersey corporation. The Company was previously certified as a reseller of local and intrastate long distance telecommunications services Tennessee. The Company is currently authorized as a reseller of intrastate interexchange telecommunication services in 49 states and has local exchange authority in 22 states.

The principal address of NUI and the Company is:

NUI Capital Corporation
550 Route 202-206
Bedminster, NJ 07921-0760
Telephone: (908) 470-4700
Facsimile: (908) 470-4707

NUI Telecom, Inc.
550 Route 202-206
Bedminster, NJ 07921-0760
Telephone: (908) 470-4700
Facsimile: (908) 470-4707

2. TAC is a limited liability company duly organized, validly existing, and in good standing under the Laws of the State of New Jersey. A copy of TAC's Articles of Organization is attached hereto as **Exhibit A**. The principal address of TAC is:

550 Route 202-206
Bedminster, NJ 07921
Telephone: (908) 470-4780
Facsimile: (908) 470-4707

3. Questions about this application should be directed to Patrick D. Crocker:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
Telephone: (269) 381-8844
Facsimile: (269) 381-8822

TRANSFER OF CONTROL

4. TAC has reached an agreement with the Sellers whereby TAC will acquire all outstanding shares of capital stock ("Shares") of the Company, subject to certain regulatory approvals. Specifically, the proposed transfer of control will occur pursuant to the Stock Purchase Agreement between TAC and NUI Capital Corp. ("Agreement"). Under this Agreement, Seller agrees to sell, assign, transfer, and deliver to Purchaser, and Purchaser agrees to purchase, assume, and receive from Seller, all of Seller's right, title, and interest at the Closing in all the capital stock of the Company.

QUALIFICATIONS OF TRANSFEREE

5. Richard Boudria organized NUI Telecom, Inc. on April 14, 1994. The Company flourished for many years due to Mr. Boudria's dedication to quality and service. In April 2000, Mr. Boudria sold the Company to NUI Capital Corp. On May 21, 2003, Mr. Boudria organized TAC to repurchase the Company. TAC is a privately held limited liability company financially qualified to acquire control of the Company and its business. A copy of TAC's balance sheet is attached as **Exhibit A**.

6. Although under new ownership, the Company will continue to be led by the same team of well-qualified telecommunications professionals. Information concerning the Company's legal, technical, managerial and financial qualifications to provide telecommunications services was submitted with its application for certification filed with the TRA and is, therefore, a matter of record with the TRA.

PUBLIC INTEREST

7. The transfer of control of the Company from its current shareholder to TAC is in the public interest. This transaction will enhance the Company's ability to compete in the market for telecommunication services in Tennessee and elsewhere. After the transfer of control, the Company will continue to operate as it has in the past, using the same tariff, operating authority, and the same name. Thus the transfer of control will be transparent to, and will have no adverse impact upon the Company's customers.

8. TAC intends to retain all key Company personnel, including senior management personnel. Thus, the transfer of ownership or control will be transparent to, and have no adverse impact upon the Company's customers. The benefit from increased economies of scale will permit the Company to operate more efficiently and thus to compete more effectively.

9. As a result of this transaction, the Company will have access to the financial resources it needs to introduce new products and services and to respond to competition in the competitive telecommunications environment in Tennessee. Over time, consumers in Tennessee will benefit from a greater number of products and service options, as well as lower prices.

WHEREFORE, the Petitioners respectfully request that the TRA expedite the authorization of the transfer of control of the Company to TAC so that the transaction may proceed without undue delay.

Respectfully submitted

NUI Telecom, Inc., NUI Capital Corporation, and
Telecom Acquisition Company, LLC

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007-4752
Phone (269) 381-8844
Fax: (269) 381-8822
Its: Attorneys

VERIFICATION

I, Patrick D. Crocker, Attorney for Petitioners, first being duly sworn on oath, deposes and says that he has read the foregoing Petition and certifies that the statements made therein are true and correct to the best of his knowledge, information and belief.



Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comenca Building
Kalamazoo, MI 49007
Its: Attorneys

Patrick D. Crocker acknowledged the foregoing instrument before me this 3rd day of October 2003.


Notary Public

PAULA A SCHNEIDER
Notary Public, Kalamazoo County, MI
My Commission Expires Jun 24, 2004

EXHIBIT A

**Articles of Organization for
Telecom Acquisition Company, LLC**

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

TELECOM ACQUISITION COMPANY, L.L.C.

0600170339

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Limited Liability Company was
registered by this office on May 21, 2003.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

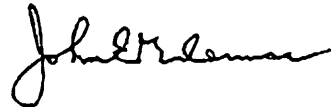
*Richard M. Boudria
Nut Telecom
550 Route 202-206
Bedminster, NJ 07921*

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

TELECOM ACQUISITION COMPANY, L.L.C.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
8th day of October, 2003



John E McCormac, CPA
State Treasurer

CERTIFICATE OF FORMATION
OF
TELECOM ACQUISITION COMPANY, L.L.C.

LLC
FILED

MAY 21 2003

Pursuant to N.J.S.A. 42:2B-1 et seq.

State Treasurer


The undersigned, being authorized to execute and file this Certificate of Formation, hereby certifies that:

FIRST: The name of the limited liability company is "Telecom Acquisition Company, L.L.C." (hereinafter the "Company").

SECOND: The name and address of the registered agent of the Company is Richard M. Boudria of NUI Telecom, 550 Route 202-206, Bedminster, New Jersey 07921-0760.

THIRD: The term of the Company shall be perpetual unless otherwise terminated in accordance with the provisions of the Company's Operating Agreement.

IN WITNESS WHEREOF, I have signed this Certificate of Formation this 21st day of May 2003.



Frank B. Reilly, Jr., Esq.
Authorized Person

0600170339

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T2406107

#655446 v1
101615-76577

EXHIBIT B

Balance Sheet

Telecom Acquisition Company, LLC
550 Route 202-206
Bedminster, NJ 07921

Telecom Acquisition Company, LLC
Balance sheet
As of October 16, 2003

Assets:

Current Assets:

Cash \$ 7,000,000

Total Assets **\$7,000,000**

Liabilities & Owner's Equity:

Liabilities:

Loans payable \$4,000,000

Owner's Equity:

Capital \$3,000,000

Total Liabilities & Owner's Equity **\$7,000,000**